

VOLUME I  
IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND

OLES ENVELOPE, LLC, et al.,  
Plaintiffs

v.  
GTD COMPANY, INC., et al.  
Defendants

vs.

CIVIL ACTION NO:  
WMN 02-2017

GTD COMPANY, INC., et al.  
Defendants

\* \* \* \* \*  
GTD COMPANY, INC.,  
HAROLD ROBINSON, and  
DAVID OECHSLE

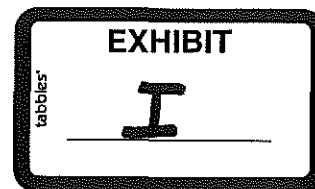
Counter Plaintiffs

v.  
OLES ENVELOPE, LLC,  
and  
OLES ENVELOPE CORPORATION,  
Counterclaim Defendants

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The deposition of DAVID D. OECHSLE was held  
on Wednesday, May 7, 2003, commencing at 9:40 a.m., at  
the Law Offices of Whiteford, Taylor & Preston, Seven  
Saint Paul Street, Suite 1400, Baltimore, Maryland,  
21202, before R. Dwayne Harrison, Notary Public.

REPORTED BY: R. Dwayne Harrison



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1 it could have.

2 Q Did you consider Mr. Robinson the boss?

3 A No.

4 Q Did you consider you and he to jointly be  
5 the bosses of the company?

6 A Yes.

7 Q Let me show you what was marked as  
8 Exhibit 2 to Mr. Robinson's deposition. My question  
9 is: Is this a document that you saw during the  
10 negotiations for the sale of RO Envelope Company? Take  
11 whatever time you need to look at it.

12 A The first time I saw this document was in  
13 preparation for this meeting.

14 Q So you deny ever seeing it during the  
15 course of negotiations for the sale of RO Envelope  
16 Company?

17 A I don't recall ever seeing it.

18 Q So it's possible you may have seen it, you  
19 just don't recall; is that correct?

20 A I don't recall.

21 Q During the course of negotiations, did you

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1 A I'm not quite what fiduciary duty means.

2 It's a big legal word. But I agree that I had -- I  
3 should do my job to the best of my ability.

4 Q Do you agree that you and Mr. Robinson were  
5 in a position of trust to run the LLC for the benefit  
6 of its owners?

7 MR. WRIGHT: Objection. You can answer.

8 A Could you repeat that, please?

9 Q Do you agree that you and Mr. Robinson were  
10 in a position of trust to run LLC for the benefit of  
11 its owners?

12 MR. WRIGHT: I renew my objection. You can  
13 answer.

14 A I agree that we were supposed to do our job  
15 as to the best of our ability.

16 Q Well, that doesn't really answer my  
17 question. Don't you agree that you were entrusted by  
18 the owners of LLC to run the business?

19 MR. WRIGHT: Objection. You can answer.

20 A I would suppose.

21 Q Do you agree that LLC bought the accounts

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1 discuss with Oles representatives that in order for the  
2 acquisition to be economical for Oles, sales would have  
3 to increase at RO Envelope Company?

4 A I don't recall that ever being a  
5 discussion. We gave Oles -- let me backtrack. They  
6 came to us to buy the company. We didn't have this  
7 company up for sale. We told them what the price was,  
8 which was two million dollars, and that's always what  
9 the price was. There may have been discussions on what  
10 we could do with sales but not anything really specific  
11 that I recall.

12 Q Do you recall Oles people providing you  
13 with any projections into the future regarding sales  
14 from RO, LLC?

15 A When?

16 Q At any time prior to the acquisition.

17 A I really don't recall that, no.

18 Q Do you agree that as of October 1st, 1999,  
19 you had a fiduciary duty to act in good faith and in  
20 the best interest of the LLC as its vice-president?

21 MR. WRIGHT: Objection. You can answer.

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1 receivable of RO Envelope Company, don't you?

2 A LLC bought the assets of the company.

3 Q All of the assets?

4 A I think they bought all the assets.

5 Q That would include the accounts receivable,  
6 correct?

7 A That would be correct.

8 Q That would include the cash in the bank  
9 accounts, correct?

10 A Yes, that would be correct.

11 Q I want to show you some more documents that  
12 were marked at Mr. Robinson's deposition. This is  
13 Deposition Exhibit Number 6 from Mr. Robinson's  
14 deposition.

15 A Okay.

16 Q Is this the signature card for the RO  
17 Envelope Company operating account?

18 MR. WRIGHT: Meaning the first page of  
19 Exhibit 6?

20 MR. COE: Yes.

21 A It appears to be.

5 (Pages 14 to 17)